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17 Attorneys for Respondents  
18 OPEN TEXT CORPORATION and  
19 OPEN TEXT Inc.

20 UNITED STATES DISTRICT COURT  
21 NORTHERN DISTRICT OF CALIFORNIA  
22 SAN FRANCISCO DIVISION

23 KEVIN COCHRANE, an individual,

24 Petitioner,

25 v.

26 OPEN TEXT CORPORATION, a Canadian  
27 corporation and OPEN TEXT INC., a  
28 Delaware corporation,

Respondents.

Case No. 4:15-cv-01234-WHA

**DECLARATION OF DARRYL STEIN IN  
SUPPORT OF RESPONDENTS' MOTION TO  
VACATE ARBITRATION AWARD**

Date: June 11, 2015  
Time: 8:00 a.m.  
Courtroom: 8 – 19th Floor  
Judge: Hon. William Alsup

Motion Filed: April 24, 2015

1 I, Darryl Stein, declare as follows:

2 **1.** I am an associate with the law firm of Cleary Gottlieb Steen & Hamilton LLP, co-  
3 counsel to Respondents Open Text Corporation and Open Text Inc. in the above-captioned  
4 proceedings. I am admitted to practice before this Court *pro hac vice*. Except as otherwise noted,  
5 I have personal knowledge of the facts herein and if called to testify, could and would testify  
6 competently hereto.

7 **2.** A true and correct copy of Petitioner's *FY2014 Incentive Compensation*  
8 *Agreement* and its incorporated *Worldwide Incentive Compensation Policy: FY14 Incentive*  
9 *Compensation Plan (ICP) General Plan Provisions* is attached as **Exhibit 1** to this declaration.

10 **3.** A true and correct copy of Petitioner's Employment Agreement, dated December  
11 5, 2012, is attached as **Exhibit 2** to this declaration.

12 **4.** A true and correct copy of Respondents' settlement offer to Petitioner, dated May  
13 2, 2014, is attached as **Exhibit 3** to this declaration.

14 **5.** A true and correct copy of the arbitrator's February 7, 2015 e-mail to the Parties is  
15 attached as **Exhibit 4** to this declaration.

16 **6.** A true and correct copy of Petitioner's *Demand for Arbitration*, dated August 20,  
17 2014, is attached as **Exhibit 5** to this declaration.

18 **7.** A true and correct copy of the *Response to Claimant's Demand for Arbitration*  
19 submitted in *Kevin Cochran v. Open Text Corporation*, ICDR Case No. 01-14-0001-2566  
20 (hereinafter the "Arbitration"), dated December 9, 2014, is attached as **Exhibit 6** to this  
21 declaration.

22 **8.** A true and correct copy of *Order No. 1* in the Arbitration, dated January 2, 2015, is  
23 attached as **Exhibit 7** to this declaration.

24 **9.** A true and correct copy of the *Claimant's Pre-Hearing Brief* submitted in the  
25 Arbitration, dated January 16, 2015, is attached as **Exhibit 8** to this declaration.

26 **10.** A true and correct copy of the *Respondents' Pre-Hearing Brief* submitted in the  
27 Arbitration, dated January 28, 2015, is attached as **Exhibit 9** to this declaration.

28 **11.** A true and correct copy of the *Declaration of Manuel N. Sousa* submitted in the

1 Arbitration, dated January 28, 2015, is attached as **Exhibit 10** to this declaration.

2 **12.** A true and correct copy of the *Claimant's Pre-Hearing Rebuttal* submitted in the  
3 Arbitration, dated February 2, 2015, is attached as **Exhibit 11** to this declaration.

4 **13.** A true and correct copy of the *Declaration of Kevin Cochrane* submitted in the  
5 Arbitration, dated January 16, 2015, is attached as **Exhibit 12** to this declaration.

6 **14.** A true and correct copy of the *Rebuttal Declaration of Kevin Cochrane* submitted  
7 in the Arbitration, dated February 2, 2015, is attached as **Exhibit 13** to this declaration

8 I declare under penalty of perjury under the laws of the United States of America that the  
9 foregoing is true and correct.

10  
11 Dated: April 24, 2015

12  
13 /s/ Darryl Stein  
14 Darryl Stein

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20  
21 *Filer's Attestation: Pursuant to Civil Local Rule 5-1(i)(3) regarding signatures, Patrick Gunn*  
22 *hereby attests that concurrence in the filing of this document has been obtained.*

23 Dated: April 24, 2015

24  
25 /s/ Patrick Gunn  
26 Patrick Gunn